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LEWIS OFFICE OF
THOMAS W. GARRARD, P.A.

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PUNTA GORDA, FLORIDA 33950

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3/4 amend

March 1, 2002

MJH

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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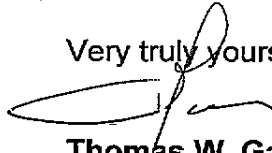
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***105.00 ***105.00

Dear Sir or Madam:

Re: Cross Street Properties, Ltd.

Enclosed is a Certificate of Fourth Amendment for the above-referenced limited partnership and my office check for \$105.00 representing the required filing fee and a certified copy fee. If you have any questions or require anything further, please feel free to contact me. Thank you for your cooperation in this regard.

Very truly yours,



Thomas W. Garrard

TWG:sm
Enclosures

FILED
02 MAR -4 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Fourth Amendment
To
Certificate of Limited Partnership
Of
Cross Street Properties, Ltd.**

FILED
02 MAR -4 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 31, 1979, adopts the following certificate of fourth amendment to its certificate of limited partnership.

Death of General Partner. William A. Graham, Jr. managing general partner passed away on August 8, 2000, and it is proposed that **Thomas W. Garrard** be nominated as a general partner.

Exhibit 1 to Article 4 **Names and Address of Partners** is being amended as follows:

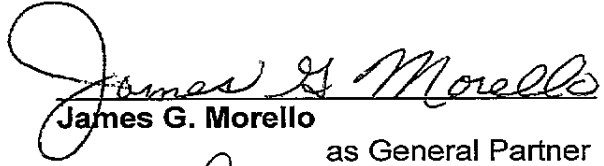
**Exhibit I
Names and Addresses of General Partners**

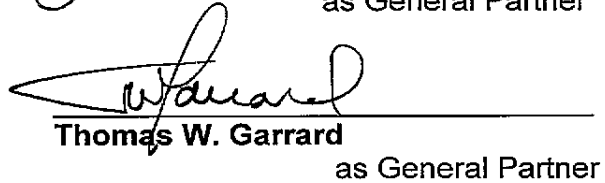
<u>Name</u>	<u>Address</u>
James G. Morello	3730 Bordeaux Drive Punta Gorda, Florida 33950
Thomas W. Garrard	27202 Harbour Oaks Boulevard Punta Gorda, Florida 33983

Acceptance of Responsibilities. By their signatures to this amendment, **James G. Morello** and **Thomas W. Garrard**, as general partners of **Cross Street Properties Ltd.**, do hereby accept responsibility for all acts of the partnership as of the close of business of the date of this fourth amendment.

Election To Continue Limited Partnership. Pursuant to the provisions of paragraph 13 of the certificate of limited partnership of **Cross Street Properties, Ltd.**, **James G. Morello** and **Thomas W. Garrard**, general partners, elect to continue the said limited partnership under the terms and conditions of the original partnership agreement and subsequent amendments.

This certificate of fourth amendment shall be effective at the time of its filing with the Florida Department of State.


James G. Morello
as General Partner


Thomas W. Garrard
as General Partner

A copy of this amendment and the original written approvals of the limited partners shall be attached to and shall be a part of the original agreement of limited partnership.

Note:

Written approval may not be withdrawn or voided once it is filed with the managing general partner.